

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

**In re**

**THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

**THE COMMONWEALTH OF PUERTO RICO  
*et al.*,**

**Debtors.<sup>1</sup>**

) **PROMESA**

) **Title III**

) **No. 17 BK 3283-LTS**

) **(Jointly Administered)**

) **Re:** ECF Dkt. Nos. 21098, 21181, 21182,  
) 21546, 21871, 21872, 21873, 22646, 22647,  
) 22713, 22868, 22873, 22874, 22875, 22876,  
) 22877, 22879, 22880, 22885, 22892, 22894,  
) 22895, 22908, 22946

) Case No. 17-3567 Dkt. Nos. 1221, 1222,  
) 1421, 1442, 1464

) Case No. 17-4780 Dkt. Nos. 2844, 2845,  
) 3051, 3077, 3079, 3152

) **Hearing date:** February 1, 2023, at 9:30 a.m.  
) (AST)

**FEE EXAMINER’S REPORT ON UNCONTESTED PROFESSIONAL FEE MATTERS  
FOR CONSIDERATION IN CONNECTION WITH THE  
FEBRUARY 1-2, 2023, OMNIBUS HEARING**

**I. SUMMARY OF UNCONTESTED FEE APPLICATIONS FOR THE  
SIXTEENTH INTERIM (JUNE 1, 2022-SEPTEMBER 30, 2022) AND  
PRIOR COMPENSATION PERIODS**

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**II. FINAL ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE FINAL FEE PERIOD**

**III. NOTICE OF DEFERRAL OF SPECIFIC FEE APPLICATIONS FOR CONSIDERATION AT THE MARCH 15, 2023, OMNIBUS HEARING OR A LATER DATE**

TO: HON. LAURA TAYLOR SWAIN,  
UNITED STATES DISTRICT JUDGE

**INTRODUCTION**

This report comes at a time when confirmed plans of adjustment for most debtors have become effective, reducing their debt significantly. Title III professionals have continued to file final fee applications. PREPA has filed a proposed plan of adjustment and disclosure statement,<sup>2</sup> and the PREPA proceeding's focus has shifted to litigation. The PREPA Mediation Team has advised that it expects negotiations to resume and—perhaps—continue for some time.<sup>3</sup>

Retained professionals based in San Juan have been invited to attend an in-person discussion with the Fee Examiner and his Puerto Rico counsel on February 2, 2023, to ask questions about the final fee application process. While this optional and informal session is open to any professional, it is designed primarily to assist professionals based in Puerto Rico.<sup>4</sup>

This report addresses interim fee applications for periods through and including the **Sixteenth Interim Fee Period** (June 1-September 30, 2022) and 13 pending final fee applications. With this report, the Fee Examiner recommends the Court approve 30 interim and two final fee applications. In total, 56 interim and 11 final applications remain deferred. The

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<sup>2</sup> See the *Title III Plan of Adjustment of the Puerto Rico Electric Power Authority* [Dkt. No. 23094] and *Disclosure Statement for Title III Plan of Adjustment of the Puerto Rico Electric Power Authority* [Dkt. No. 23097], both filed December 16, 2022.

<sup>3</sup> See the January 23, 2023, *Mediation Team's Third Notice and Report* [Dkt. No. 23306].

<sup>4</sup> Any professional planning to attend this information session—either in-person or remotely—should contact the Fee Examiner's counsel at [kboucher@gklaw.com](mailto:kboucher@gklaw.com) and [elugo@edgelegal.com](mailto:elugo@edgelegal.com) for details.

Fee Examiner expects to recommend another group of interim and final applications for approval in connection with the March 15, 2023 omnibus hearing.

### SUMMARY OF RECOMMENDATIONS

With this report, the Fee Examiner:

--Recommends Court approval of the interim fee applications detailed on **Exhibit A** and the final fee applications detailed on **Exhibit B**;

--Notifies the Court, consistent with paragraphs 2.h and 2.k of the Third Amended Compensation Order, that the Fee Examiner and the applicants listed on **Exhibit C** and **Exhibit D**<sup>5</sup> are in productive discussions and—to continue their dialogue—have agreed to adjourn consideration of these fee applications to the March 15, 2023, omnibus hearing, or another date convenient for the Court.

### INTERIM AND FINAL FEE APPLICATIONS

This Report addresses many of the compensation requests timely submitted for the Sixteenth Interim Fee Period. **Exhibit A** lists 30 interim fee applications and **Exhibit B** lists two final fee applications—all recommended for the Court’s approval, some as adjusted. The Fee Examiner recommends that the Court approve—on an interim basis—nine fee applications of McKinsey & Company Puerto Rico Consulting, Inc., for the Thirteenth, Fourteenth, and Fifteenth Interim Fee Periods. The Fee Examiner had deferred consideration of these applications as a result of the PRRADA disclosure process, which has now concluded. In recommending these applications for Court approval, the Fee Examiner again spoke with the Oversight Board’s senior management and counsel about their assessment of the firm’s work—particularly in light of the transition to a new executive director. Their evaluation has remained

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<sup>5</sup> Exhibit D identifies 11 Final Fee Applications recommended for deferral. Only professionals that have *both* completed the PRRADA disclosure process *and* completed the interim compensation process should file final applications. The Fee Examiner will continue to recommend the deferral of final applications for several reasons, including to facilitate the completion of these prerequisites.

consistent throughout the Title III proceedings, the mediation processes, and the PREPA litigation now before the Court. The Oversight Board management has reported that McKinsey's contributions are "critical" and virtually indispensable.

As in prior fee periods, the Fee Examiner reviewed McKinsey's scope of work documents, its monthly staffing reports, and its week-by-week description of tasks and work product for the PREPA, Commonwealth, and HTA workstreams, calculating an estimated blended hourly rate of \$475.11 for June 2021 through June 2022. *See Exhibit E*. This rate continues to compare favorably to similarly situated financial advisory professionals retained in these cases. McKinsey's work on the Commonwealth and HTA matters concluded with the March 15 and December 6, 2022 effective dates. With the approval of the interim fee applications recommended in this Report, McKinsey will soon file final fee applications in both matters, leaving open only the PREPA workstream (at a monthly cost of \$740,000 per month through June 2023).

With effective dates having passed for all Debtors other than PREPA, the Fee Examiner's focus will shift to recommendations regarding final fee applications. In some instances, the Fee Examiner has deferred consideration of the impact of hourly rate increases, with a number of firms requesting rate increases for 2023. *See, e.g., Dkt. Nos. 23242, 23271, and 23304*. Aside from hourly rate increases, the Fee Examiner has also reserved judgment on other issues that may be more appropriately evaluated on a final, retrospective basis.

### **RELIEF REQUESTED**

Once again in the continued absence of any objection, the Fee Examiner recommends that the Court approve, under PROMESA sections 316 and 317, the applications listed on **Exhibits A and B**, and permit the deferral of the applications listed on **Exhibits C, and D** to the omnibus hearing scheduled for March 15, 2023, or a later date. Attached to this report as

**Attachment 1** is a proposed order consistent with the recommendations above, should the Court wish to enter it in advance of the upcoming omnibus hearing.

Dated: January 25, 2023.

**WE HEREBY CERTIFY** that on this date, we electronically filed the foregoing report with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE LEGAL, LLC

s/Eyck O. Lugo

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# EXHIBIT A

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

Thirteenth - Sixteenth Fee Period Applications Recommended:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<b>Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021)</b>									
	<i>Financial Advisor to FOMB</i>								
1	Ernst & Young LLP [Dkt. No. 21098]	6/1/2021 - 9/30/2021	\$ 9,039,848.45	\$ 57,553.31	\$ 40,270.76	\$ 10,980.89		\$ 8,982,295.14	\$ 29,289.87
	<i>Consultant to FOMB - Commonwealth</i>								
2-a	McKinsey & Company Puerto Rico Consulting, Inc. [Dkt. No. 21181]	6/1/2021 - 9/30/2021	\$ 5,670,000.00	\$ -	\$ -	\$ -		\$ 5,670,000.00	\$ -
	<i>Consultant to FOMB - HTA</i>								
2-b	McKinsey & Company Puerto Rico Consulting, Inc. [17-3567 Dkt. No. 1221]	6/1/2021 - 9/30/2021	\$ 1,240,000.00	\$ -	\$ -	\$ -		\$ 1,240,000.00	\$ -
	<i>Consultant to FOMB - PREPA</i>								
2-c	McKinsey & Company Puerto Rico Consulting, Inc. [17-4780 Dkt. No. 2844]	6/1/2021 - 9/30/2021	\$ 1,306,100.00	\$ -	\$ -	\$ -		\$ 1,306,100.00	\$ -
<b>Fourteenth Interim Fee Period (October 1, 2021 - January 31, 2022)</b>									
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Title III Expert Support</i>								
3-a	Brattle Group, Inc., The [Dkt. No. 21871]	10/1/2021 - 1/31/2022	\$ 219,185.50	\$ -	\$ -	\$ -		\$ 219,185.50	\$ -
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Commonwealth</i>								
3-b	Brattle Group, Inc., The [Dkt. No. 21873]	10/1/2021 - 1/31/2022	\$ 57,415.37	\$ -	\$ -	\$ -		\$ 57,415.37	\$ -
	<i>Consultant to FOMB</i>								
4-a	McKinsey & Company Puerto Rico Consulting, Inc. [Dkt. No. 21182]	10/1/2021 - 1/31/2022	\$ 5,322,500.00	\$ -	\$ -	\$ -		\$ 5,322,500.00	\$ -
	<i>Consultant to FOMB - HTA</i>								
4-b	McKinsey & Company Puerto Rico Consulting, Inc. [17-3567 Dkt. No. 1222]	10/1/2021 - 1/31/2022	\$ 1,185,000.00	\$ -	\$ -	\$ -		\$ 1,185,000.00	\$ -
	<i>Consultant to FOMB - PREPA</i>								
4-c	McKinsey & Company Puerto Rico Consulting, Inc. [17-4780 Dkt. No. 2845]	10/1/2021 - 1/31/2022	\$ 1,661,050.00	\$ -	\$ -	\$ -		\$ 1,661,050.00	\$ -
<b>Fifteenth Interim Fee Period (February 1, 2022 - May 31, 2022)</b>									
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Assessment of House Bill 3</i>								
5-a	Brattle Group, Inc., The [Dkt. No. 21872]	10/1/2021 - 3/15/2022	\$ 78,778.80	\$ -	\$ -	\$ -		\$ 78,778.80	\$ -
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - HTA - Toll Fare Analysis</i>								
5-b	Brattle Group, Inc., The [Dkt. No. 22646 and 17-3567 Dkt. No. 1421]	2/1/2022 - 5/31/2022	\$ 429,915.50	\$ 5,000.00	\$ 69.65	\$ -		\$ 424,915.50	\$ 69.65
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - PREPA - PREPA Mediation/Consulting</i>								
5-c	Brattle Group, Inc., The [Dkt. No. 22647 and 17-4780 Dkt. No. 3051]	2/1/2022 - 5/31/2022	\$ 173,215.00	\$ -	\$ -	\$ -		\$ 173,215.00	\$ -
	<i>Special Litigation Counsel to the Official Committee of Unsecured Creditors</i>								
6	Continental PLLC [Dkt. No. 22713]	2/1/2022 - 5/31/2022	\$ 199,393.20	\$ 648.82	\$ 63.96	\$ -		\$ 198,744.38	\$ 63.96
	<i>Consultant to FOMB - Commonwealth</i>								
7-a	McKinsey & Company Puerto Rico Consulting, Inc. [Dkt. No. 21546]	2/1/2022 - 3/15/2022	\$ 1,560,000.00	\$ -	\$ -	\$ -		\$ 1,560,000.00	\$ -
	<i>Consultant to FOMB - HTA</i>								
7-b	McKinsey & Company Puerto Rico Consulting, Inc. [17-3567 Dkt. No. 1464]	2/1/2022 - 6/30/2022	\$ 1,550,000.00	\$ -	\$ -	\$ -		\$ 1,550,000.00	\$ -
	<i>Consultant to FOMB - PREPA</i>								
7-c	McKinsey & Company Puerto Rico Consulting, Inc. [17-4780 Dkt. No. 3152]	2/1/2022 - 6/30/2022	\$ 3,700,000.00	\$ -	\$ -	\$ -		\$ 3,700,000.00	\$ -

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

Thirteenth - Sixteenth Fee Period Applications Recommended:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<b>Sixteenth Interim Fee Period (June 1, 2022 - September 30, 2022)</b>							
<i>Advisor to the FOMB - HTA</i>							
8 <b>Alvarez &amp; Marsal North America, LLC [Dkt. No. 22885 and 17-3567 Dkt. No. 1442]</b>	6/1/2022 - 9/30/2022	\$ 175,752.36	\$ -	\$ 1,935.89	\$ 189.42	\$ 175,752.36	\$ 1,746.47
<i>Puerto Rico Counsel for the Official Committee of Retired Employees</i>							
9 <b>Bennazar, Garcia &amp; Milan, C.S.P. [Dkt. No. 22908]</b>	6/1/2022 - 9/30/2022	\$ 89,800.00	\$ 250.00	\$ 702.93	\$ -	\$ 89,550.00	\$ 702.93
<i>Puerto Rico Conflicts Counsel to the FOMB acting through Special Claims Committee - PREPA</i>							
10 <b>Cardona Fernandez, Ileana C. [17-4780 Dkt. No. 3077]</b>	6/1/2022 - 9/30/2022	\$ 11,745.00	\$ -	\$ 900.00	\$ -	\$ 11,745.00	\$ 900.00
<i>Puerto Rico Conflicts Counsel to the Official Committee of Unsecured Creditors</i>							
11 <b>Casillas, Santiago &amp; Torres [Dkt. No. 22873]</b>	6/1/2022 - 9/30/2022	\$ 190,412.50	\$ -	\$ 976.30	\$ -	\$ 190,412.50	\$ 976.30
<i>Special Litigation Counsel to the Official Committee of Unsecured Creditors</i>							
12 <b>Continental PLLC [Dkt. No. 22875]</b>	6/1/2022 - 9/30/2022	\$ 218,556.80	\$ 711.18	\$ 1,813.58	\$ -	\$ 217,845.62	\$ 1,813.58
<i>Financial Advisor to FOMB acting through Special Claims Committee - PREPA</i>							
13 <b>DGC, a division of PKF O'Connor Davies, LLP [17-4780 Dkt. No. 3079]</b>	6/1/2022 - 9/30/2022	\$ 112,012.50	\$ -	\$ -	\$ -	\$ 112,012.50	\$ -
<i>Financial Advisor to the Official Committee of Retired Employees</i>							
14 <b>FTI Consulting, Inc. [Dkt. No. 22868]</b>	6/1/2022 - 9/30/2022	\$ 53,572.00	\$ 2,284.89	\$ -	\$ -	\$ 51,287.11	\$ -
<i>Special Litigation Counsel to Official Committee of Unsecured Creditors</i>							
15 <b>Genovese Joblove &amp; Battista, P.A. [Dkt. No. 22880]</b>	1/1/2022 - 7/31/2022	\$ 117,740.40	\$ -	\$ 11,922.93	\$ 539.10	\$ 117,740.40	\$ 11,383.83
<i>Counsel to the Official Committee of Retired Employees</i>							
16 <b>Jenner &amp; Block LLP [Dkt. No. 22892]</b>	6/1/2022 - 9/30/2022	\$ 126,558.20	\$ 10,964.18	\$ 6,994.75	\$ -	\$ 115,594.02	\$ 6,994.75
<i>Communications Advisor to the Official Committee of Unsecured Creditors</i>							
17 <b>Kroma Advertising, Inc. [Dkt. No. 22877]</b>	4/16/2022 - 8/15/2022	\$ 20,000.00	\$ -	\$ -	\$ -	\$ 20,000.00	\$ -
<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>							
18 <b>London Economics International LLC [Dkt. No. 22876]</b>	6/1/2022 - 9/30/2022	\$ 424,305.00	\$ 2,735.50	\$ 7,934.50	\$ -	\$ 421,569.50	\$ 7,934.50
<i>Information Agent to the Official Committee of Retired Employees</i>							
19 <b>Marchand ICS Group [Dkt. No. 22946]</b>	6/1/2022 - 9/30/2022	\$ 26,265.00	\$ -	\$ 92.13	\$ -	\$ 26,265.00	\$ 92.13
<i>Counsel to the Official Committee of Unsecured Creditors</i>							
20 <b>Paul Hastings LLP [Dkt. No. 22879]</b>	6/1/2022 - 9/30/2022	\$ 1,145,246.50	\$ 70,240.31	\$ 7,356.79	\$ -	<b>FN1</b> \$ 1,075,006.19	\$ 7,356.79
<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>							
21 <b>Zolfo Cooper, LLC [Dkt. No. 22874]</b>	6/1/2022 - 9/30/2022	\$ 170,417.00	\$ 94.86	\$ -	\$ -	<b>FN2</b> \$ 170,322.14	\$ -

**FN1** - The Fee Examiner recommends that, for the sixteenth interim fee period, and only this period, the foregoing stipulated fee reductions, other than \$38,712.66, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$1,106,533.84 (i.e., \$1,145,246.50 minus the aforementioned credit of \$38,712.66).

**FN2** - The Fee Examiner recommends that the foregoing stipulated fee reductions be included with the agreed overall 20 percent reduction in total fees sought by Zolfo Cooper, LLC as part of its final fee application, which fee application is subject to Court approval.



# EXHIBIT B

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**FINAL Fee Applications Recommended:**

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
	<i>Debtors' Consultant</i>							
1	<b>Deloitte Consulting LLP [Dkt. No. 22895]</b>	8/1/2018 - 1/31/2019	\$ 2,291,428.68	\$ -	\$ 263,327.78	\$ -	\$ 2,291,428.68	\$ 263,327.78
	<i>Financial Advisor to Debtors</i>							
2	<b>Deloitte Financial Advisory Services LLP [Dkt. No. 22894]</b>	5/3/2017 - 11/30/2019	\$ 23,924,332.83	\$ -	\$ 1,269,767.31	\$ -	\$ 23,924,332.83	\$ 1,269,767.31

# EXHIBIT C

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**Fifth - Sixteenth Fee Period Applications Deferred:**

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<b>Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)</b>							
<i>Financial Advisors to Commonwealth</i>							
1-a Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03			
<i>Financial Advisors to PREPA</i>							
1-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1137]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
<b>Sixth Interim Fee Period (February 1 - May 31, 2019)</b>							
<i>Financial Advisors to Commonwealth</i>							
2-a Ankura Consulting Group, LLC [Dkt. No. 12180]	2/1 - 5/31/2019	\$ 4,069,840.50		\$ 219,612.81			
<i>Financial Advisors to PREPA</i>							
2-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38			
<i>Counsel to FOMB</i>							
3 Gierbolini & Carroll Law Offices, PSC [Dkt. No. 8016]	2/1 - 5/31/2019	\$ 19,504.00		\$ 520.00			
<i>Special Counsel to FOMB - PREPA</i>							
4 Nixon Peabody LLP [Dkt. No. 9538]	2/1 - 5/31/2019	\$ 371,931.00		\$ -			
<i>Investment Banker and Financial Advisor to FOMB</i>							
5 PJT Partners LP [Dkt. No. 8014]	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16			
<b>Seventh Interim Fee Period (June 1 - September 30, 2019)</b>							
<i>Financial Advisors to Commonwealth</i>							
6-a Ankura Consulting Group, LLC [Dkt. No. 13725]	6/1 - 9/30/2019	\$ 5,355,672.59		\$ 309,366.13			
<i>Financial Advisors to PREPA</i>							
6-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1788]	6/1 - 9/30/2019	\$ 2,778,349.50		\$ 230,089.53			
<i>Special Counsel to FOMB - PREPA</i>							
7 Nixon Peabody LLP [Dkt. No. 9539]	6/1 - 9/30/2019	\$ 80,805.00		\$ -			
<i>Investment Banker and Financial Advisor to FOMB</i>							
8 PJT Partners LP [Dkt. No. 9215]	6/1 - 9/30/2019	\$ 5,000,000.00		\$ 6,980.89			
<b>Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)</b>							
<i>Financial Advisors to Commonwealth</i>							
9-a Ankura Consulting Group, LLC [Dkt. No. 14031]	10/1/2019 - 1/31/2020	\$ 4,568,311.20		\$ 226,836.98			
<i>Financial Advisors to PREPA</i>							
9-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1977]	10/1/2019 - 1/31/2020	\$ 2,129,389.00		\$ 170,218.54			
<i>Special Counsel to FOMB - PREPA</i>							
10 Nixon Peabody LLP [Dkt. No. 13600]	10/1/2019 - 1/31/2020	\$ 80,352.00		\$ -			
<i>Investment Banker and Financial Advisor to FOMB</i>							
11 PJT Partners LP [Dkt. No. 12401]	10/1/2019 - 1/31/2020	\$ 5,000,000.00		\$ 19,449.79			
<b>Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)</b>							
<i>Financial Advisors to Commonwealth</i>							
12-a Ankura Consulting Group, LLC [Dkt. No. 14924]	2/1 - 5/31/2020	\$ 4,634,422.41		\$ 62,803.01			
<i>Financial Advisors to PREPA</i>							
12-b Ankura Consulting Group, LLC [Dkt. No. 15472 and 17-4780 Dkt. No. 2343]	2/1 - 5/31/2020	\$ 2,151,665.50		\$ 50,582.41			
<i>Special Counsel to FOMB - PREPA</i>							
13 Nixon Peabody LLP [Dkt. No. 15553]	2/1 - 5/31/2020	\$ 145,126.50		\$ -			
<i>Investment Banker and Financial Advisor to FOMB</i>							
14 PJT Partners LP [Dkt. No. 14041]	2/1 - 5/31/2020	\$ 5,000,000.00		\$ 30,021.86			
<b>Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)</b>							
<i>Financial Advisors to Commonwealth</i>							
15-a Ankura Consulting Group, LLC [Dkt. No. 18095]	6/1 - 9/30/2020	\$ 5,079,515.26		\$ -			
<i>Financial Advisors to PREPA</i>							
15-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 2377]	6/1 - 9/30/2020	\$ 2,119,759.50		\$ -			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**Fifth - Sixteenth Fee Period Applications Deferred:**

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Special Counsel to FOMB - PREPA</i>								
16	Nixon Peabody LLP [Dkt. No. 15554]	6-1 - 9/30/2020	\$ 350,033.00		\$ -				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
17	PJT Partners LP [Dkt. No. 15577]	6/1 - 9/30/2020	\$ 5,000,000.00		\$ 2,426.81				
	<b>Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)</b>								
	<i>Financial Advisors - Commonwealth</i>								
18-a	Ankura Consulting Group, LLC [Dkt. No. 18168]	10/1/2020 - 1/31/2021	\$ 4,613,452.36		\$ 68,005.73				
	<i>Financial Advisors - PREPA</i>								
18-b	Ankura Consulting Group, LLC [Dkt. No. 17831]	10/1/2020 - 1/31/2021	\$ 1,850,867.90		\$ 36,019.70				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
19	PJT Partners LP [Dkt. No. 16945]	10/1/2020 - 1/31/2021	\$ 5,000,000.00		\$ -				
	<b>Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)</b>								
	<i>Financial Advisors - PREPA</i>								
20	Ankura Consulting Group, LLC [Dkt. No. 19189, 19634 and 17-4780 Dkt. No. 2650]	2/1/2021 - 5/31/2021	\$ 5,901,035.25		\$ 196,557.40				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
21	PJT Partners LP [Dkt. No. 19494]	2/1/2021 - 5/31/2021	\$ 5,000,000.00		\$ -				
	<b>Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021)</b>								
	<i>Financial Advisors - PREPA</i>								
22	Ankura Consulting Group, LLC [Dkt. No. 22693 and 17-4780 Dkt. No. 3054]	6/1/2021 - 9/30/2021	\$ 2,021,473.70		\$ -				
	<i>Claims Counsel to the FOMB - Commonwealth</i>								
23-a	Brown Rudnick LLP [Dkt. No. 19321]	6/1/2021 - 9/30/2021	\$ 465,491.50		\$ 1,409.10				
	<i>Claims Counsel to the FOMB - ERS</i>								
23-b	Brown Rudnick LLP [17-3566 Dkt. No. 1263]	6/1/2021 - 9/30/2021	\$ 800.00		\$ -				
	<i>Claims Counsel to the FOMB - PREPA</i>								
23-c	Brown Rudnick LLP [17-4780 Dkt. No. 2658]	6/1/2021 - 9/30/2021	\$ 91,691.00		\$ 904.90				
	<i>Puerto Rico Counsel to the FOMB</i>								
24	O'Neill & Borges LLC [Dkt. No. 22967]	6/1/2021 - 9/30/2021	\$ 392,513.85		\$ 3,460.20				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
25	PJT Partners LP [Dkt. No. 19805]	6/1/2021 - 9/30/2021	\$ 5,000,000.00		\$ -				
	<b>Fourteenth Interim Fee Period (October 1, 2021 - January 31, 2022)</b>								
	<i>Claims Counsel to the FOMB - Commonwealth</i>								
26-a	Brown Rudnick LLP [Dkt. No. 20904]	10/1/2021 - 1/31/2022	\$ 187,879.00		\$ 1,797.08				
	<i>Claims Counsel to the FOMB - ERS</i>								
26-b	Brown Rudnick LLP [17-3566 Dkt. No. 1343]	10/1/2021 - 1/31/2022	\$ 1,348.00		\$ 2,676.90				
	<i>Claims Counsel to the FOMB - PREPA</i>								
26-c	Brown Rudnick LLP [17-4780 Dkt. No. 2816]	10/1/2021 - 1/31/2022	\$ 572,663.00		\$ 26,341.63				
	<i>Financial Advisor to the FOMB</i>								
27	Ernst & Young LLP [Dkt. No. 21936]	10/1/2021 - 1/31/2022	\$ 10,926,263.15		\$ 42,630.73				
	<i>Puerto Rico Counsel to the FOMB</i>								
28	O'Neill & Borges LLC [Dkt. No. 22969]	10/1/2021 - 1/31/2022	\$ 358,713.45		\$ 1,131.80				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
29	PJT Partners LP [Dkt. No. 22697]	10/1/2021 - 1/31/2022	\$ 5,000,000.00		\$ 3,989.43				

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**Fifth - Sixteenth Fee Period Applications Deferred:**

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<b>Fifteenth Interim Fee Period (February 1, 2022 - May 31, 2022)</b>									
	<i>Claims Counsel to the FOMB - Commonwealth</i>								
30-a	Brown Rudnick LLP [Dkt. No. 21454]	2/1/2022 - 3/15/2022	\$ 105,453.00		\$ 125.70				
	<i>Claims Counsel to the FOMB - ERS</i>								
30-b	Brown Rudnick LLP [17-3566 Dkt. No. 1355]	2/1/2022 - 3/15/2022	\$ 914.00		\$ -				
	<i>Claims Counsel to the FOMB - PREPA</i>								
30-c	Brown Rudnick LLP [17-4780 Dkt. No. 3038]	2/1/2022 - 5/31/2022	\$ 101,003.00		\$ 149.40				
	<i>Puerto Rico Counsel for PREPA</i>								
32	Diaz & Vazquez Law Firm, P.S.C. [Dkt. No. 21898 and 17-4780 Dkt. No. 2929]	10/1/2021 - 5/31/2022	\$ 4,453,997.50		\$ 35,807.43				
	<i>Financial Advisor to the FOMB - Commonwealth</i>								
33	Ernst & Young LLP [Dkt. No. 21935]	2/1/2022 - 3/15/2022	\$ 3,639,293.65		\$ 40,313.49				
	<i>Counsel to PREPA</i>								
34	King & Spalding LLP [Dkt. No. 21497, 21718, 21719 and 17-4780 Dkt. No. 2891, 2915, 2916]	8/1/2018 - 3/31/2022	\$ 28,212,229.38		\$ 297,297.70				
	<i>Financial Advisor for the Mediation Team - PREPA</i>								
35	Moelis & Company LLC [Dkt. No. 22153 and 17-4780 Dkt. No. 2952]	4/15/2022 - 5/31/2022	\$ 375,000.00		\$ 24,450.69				
	<i>Puerto Rico Counsel to the FOMB</i>								
36	O'Neill & Borges LLC [Dkt. No. 22971]	2/1/2022 - 5/31/2022	\$ 123,255.45		\$ 607.20				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
37	PJT Partners LP [Dkt. No. 22700]	2/1/2022 - 5/31/2022	\$ 5,000,000.00		\$ 2,153.71				
<b>Sixteenth Interim Fee Period (June 1, 2022 - September 30, 2022)</b>									
	<i>Economic Consultant to FOMB - C10 - PREPA Mediation/Consulting</i>								
38	Brattle Group, Inc., The [Dkt. No. 22888 and 17-4780 Dkt. No. 3086]	6/1/2022 - 9/30/2022	\$ 462,347.00		\$ -				
	<i>Claims Counsel to the FOMB acting through Special Claims Committee - PREPA</i>								
39	Brown Rudnick LLP [17-4780 Dkt. No. 3083]	6/1/2022 - 9/30/2022	\$ 138,069.00		\$ 1,343.36				
	<i>Investment Banker and Financial Advisor to FOMB</i>								
40-a	Citigroup Global Markets Inc. [Dkt. No. 23201]	6/1/2022 - 9/30/2022	\$ 5,115,000.00		\$ 7,718.40				
	<i>Investment Banker and Financial Advisor to FOMB - PREPA Transaction Fee</i>								
40-b	Citigroup Global Markets Inc. [Dkt. No. 23202]	Success Fee	\$ 9,083,750.00		\$ -				
	<i>Counsel to AAFAF</i>								
41	Marini Pietrantonio Muniz LLC [Dkt. No. 23075]	6/1/2022 - 9/30/2022	\$ 36,944.50		\$ 3.90				
	<i>Financial Advisor for the Mediation Team - PREPA</i>								
42	Moelis & Company LLC [Dkt. No. 22859 and 17-4780 Dkt. No. 3081]	6/1/2022 - 9/30/2022	\$ 750,000.00		\$ 17,939.94				

# EXHIBIT D

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**FINAL Fee Applications Deferred:**

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
	<i>Consultants to the FOMB - Commonwealth</i>							
1-a	<b>Alvarez &amp; Marsal North America, LLC [Dkt. No. 23125]</b>	8/2/2018 - 3/15/2022	\$ 28,351,249.38		\$ 150,220.27			
	<i>Consultants to the FOMB - Employee Retirement System</i>							
1-b	<b>Alvarez &amp; Marsal North America, LLC [Dkt. No. 23129 and 17-3566 Dkt. No. 1393]</b>	8/2/2018 - 3/15/2022	\$ 3,805,198.30		\$ -			
	<i>Consultants to the FOMB - Public Buildings Authority</i>							
1-c	<b>Alvarez &amp; Marsal North America, LLC [Dkt. No. 23127 and 19-5523 Dkt. No. 348]</b>	4/30/2021 - 3/15/2022	\$ 195,172.92		\$ -			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
2-a	<b>Brown Rudnick [Dkt. No. 21499]</b>	11/2/2018 - 3/15/2022	TBD		TBD			
	<i>Claims Counsel to FOMB - ERS</i>							
2-b	<b>Brown Rudnick [17-3566 Dkt. No. 1357]</b>	11/18/2018 - 3/15/2022	TBD		TBD			
	<i>Puerto Rico Conflicts Counsel to FOMB</i>							
3	<b>Cardona Fernandez, Ileana C. [Dkt. No. 21500]</b>	4/30/2019 - 3/15/2019	TBD		TBD			
	<i>Financial Advisor to FOMB - Commonwealth</i>							
4-a	<b>DiCicco, Gulman &amp; Company LLP. [Dkt. No. 21501]</b>	2/26/2019 - 3/15/2022	\$ 7,328,471.05		\$ -			
	<i>Financial Advisor to FOMB - ERS</i>							
4-b	<b>DiCicco, Gulman &amp; Company LLP. [17-3566 Dkt. No. 1358]</b>	2/26/2019 - 3/15/2022	\$ 410,888.91		\$ -			
	<i>Financial Advisor to FOMB - PBA</i>							
4-c	<b>DiCicco, Gulman &amp; Company LLP. [19-5523 Dkt. No. 324]</b>	2/26/2019 - 3/15/2022	\$ 75,187.50		\$ -			
	<i>Counsel to AAFAF - COFINA</i>							
5	<b>O'Melveny &amp; Myers [17-3284 Dkt. No. 640]</b>	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			
	<i>Macroeconomic Consultant to the FOMB - Commonwealth</i>							
6	<b>Wolfe, Andrew [Dkt. No. 21453]</b>	8/1/2017 - 3/15/2022	\$ 1,032,404.00		\$ 55,168.53			



# EXHIBIT E

**McKinsey & Company, Inc.**  
**Title III Fee Summary**

**Exhibit E**

<b>Commonwealth Working Group Team Participation by Month<sup>1</sup></b>									
	Senior Partners	Partners	Associate Partners	Engagement Managers <sup>2</sup>	Associates	Business Analysts <sup>3</sup>	Monthly Fee	Estimated Total Hours Reported	Estimated Blended Rate
<b>Thirteenth Interim Fee Period (June 2021 through September 2021)</b>									
June 2021	2-PT	3-PT	1-PT	2-FT	2-PT; 1-FT	8-FT	\$1,417,500.00	3,440	
July 2021	2-PT	3-PT	1-PT	2-FT	1-PT	1-PT; 7-FT	\$1,417,500.00	2,960	
August 2021	2-PT	3-PT	1-PT	2-FT	1-FT; 1-PT	1-PT; 5-FT	\$1,417,500.00	2,480	
September 2021	2-PT	3-PT	1-PT	2-FT	0	6-FT	\$1,417,500.00	2,520	
<b>Commonwealth Subtotal Thirteenth Interim Fee Period</b>							<b>\$5,670,000.00</b>	<b>11,400</b>	<b>\$497.37</b>
<b>Fourteenth Interim Fee Period (October 2021 through January 2022)</b>									
October 2021	2-PT	3-PT	1-PT	2-FT	0	2-PT; 5-FT	\$1,417,500.00	2,480	
November 2021	2-PT	3-PT	1-PT	2-FT	0	1-PT; 5-FT	\$1,417,500.00	2,380	
December 2021	2-PT	3-PT	1-PT	2-FT	0	2-PT; 2-FT	\$1,070,000.00 <sup>4</sup>	1,760	
January 2022	2-PT	3-PT	1-PT	3-FT	0	1-PT; 5-FT	\$1,417,500.00	2,620	
<b>Commonwealth Subtotal Fourteenth Interim Fee Period</b>							<b>\$5,322,500.00</b>	<b>9,240</b>	<b>\$576.03</b>
<b>Fifteenth Interim Fee Period (February 2022 through March 15, 2022<sup>5</sup>)</b>									
February 2022	2-PT	3-PT	1-PT	3-FT	1-FT	4-FT	\$1,040,000.00	2,520	
March 2022	1-PT	3-PT	1-PT	1-FT	1-FT	3-FT	\$520,000.00 <sup>6</sup>	1,700	
<b>Commonwealth Subtotal Fifteenth Interim Fee Period</b>							<b>\$1,560,000.00</b>	<b>4,220</b>	<b>\$369.67</b>

<sup>1</sup> McKinsey provided full time (FT) and part time (PT) designations in its monthly fee statements and interim fee applications. Full time team members' time was estimated at 60 hours per week; part time team members at 25 hours per week.

<sup>2</sup> Includes Engagement Director and Contact Director.

<sup>3</sup> Includes Analysts.

<sup>4</sup> McKinsey discounted its December 2021 fees in recognition of lower workload during the holidays.

<sup>5</sup> The Fifteenth Interim Fee Period concluded with the effective date of the Commonwealth Plan of Adjustment.

<sup>6</sup> Pro-rated for one half month.

<b>PREPA Working Group Team Participation by Month</b>									
	Senior Partners	Partners	Associate Partners	Engagement Managers <sup>7</sup>	Associates	Business Analysts <sup>8</sup>	Monthly Fee	Estimated Total Hours Reported	Estimated Blended Rate
<b>Thirteenth Interim Fee Period (June 2021 through September 2021)</b>									
June 2021	2-PT	1-PT	0	1-PT; 1-FT	1-FT	0	\$326,525.00	880	
July 2021	2-PT	1-PT	0	2-PT; 1-FT	1-PT	1-PT	\$326,525.00	740	
August 2021	2-PT	1-PT	0	2-PT; 1-FT	0	1-PT	\$326,525.00	940	
September 2021	2-PT	1-PT	0	2-PT	0	1-PT; 1-FT	\$326,525.00	1,180	
<b>PREPA Subtotal Thirteenth Interim Fee Period</b>							<b>\$1,306,100.00</b>	<b>3,740</b>	<b>\$349.22</b>
<b>Fourteenth Interim Fee Period (October 2021 through January 2022)</b>									
October 2021	2-PT	1-PT	1-PT	1-FT	1-FT	1-FT	\$326,525.00	640	
November 2021	2-PT	1-PT	1-PT	1-FT	2-FT	1-FT	\$326,525.00	1360	
December 2021	2-PT	1-PT	1-PT	1-FT	1-FT	1-FT	\$268,000.00 <sup>9</sup>	1120	
January 2022	2-PT	1-PT	1-PT	1-FT	1-FT	0	\$740,000.00	880	
<b>PREPA Subtotal Fourteenth Interim Fee Period</b>							<b>\$1,661,050.00</b>	<b>4000</b>	<b>\$415.26</b>
<b>Fifteenth Interim Fee Period (February 2022 through June 2022)<sup>10</sup></b>									
February 2022	2-PT	2-PT	0	1-PT; 1-FT	0	1-FT	\$740,000.00	980	
March 2022	2-PT	2-PT	0	1-PT; 1-FT	1-FT	1-FT	\$740,000.00	1220	
April 2022	2-PT	2-PT	0	1-PT; 2-FT	1-FT		\$740,000.00	1220	
May 2022	2-PT	1-PT	0	1-PT; 2-FT	1-FT	0	\$740,000.00	1120	
June 2022	2-PT	1-PT	1-PT	1-PT; 1-FT	2-FT	1 <sup>11</sup>	\$740,000.00	1460	
<b>PREPA Subtotal Fifteenth Interim Fee Period</b>							<b>\$3,700,000.00</b>	<b>6000</b>	<b>\$616.67</b>

<sup>7</sup> Includes Engagement Director and Contact Director.

<sup>8</sup> Includes Analysts.

<sup>9</sup> McKinsey discounted its December 2021 fees in recognition of lower workload during the holidays.

<sup>10</sup> By agreement with the Fee Examiner, McKinsey has included June 2022 with its fifteenth interim fee applications.

<sup>11</sup> One timekeeper with the title "Associate Intern" worked on the matter during June 2022. That timekeeper's participation has not been included in the hourly rate estimate outlined here.

HTA Working Group Team Participation by Month									
	Senior Partners	Partners	Associate Partners <sup>12</sup>	Engagement Managers	Associates	Business Analysts	Monthly Fee	Estimated Total Hours Reported	Estimated Blended Rate
<b>Thirteenth Interim Fee Period (June 2021 through September 2021)</b>									
June 2021	0	2-PT	1-PT	1-FT	1-PT	1-FT	\$310,000.00	880	
July 2021	0	2-PT	1-PT	2-FT	0	0	\$310,000.00	780	
August 2021	0	2-PT	1-PT	1-FT	0	0	\$310,000.00	540	
September 2021	0	2-PT	1-PT	1-FT	1-PT	0	\$310,000.00	640	
<b>HTA Subtotal Thirteenth Interim Fee Period</b>							<b>\$1,240,000.00</b>	<b>2840</b>	<b>\$436.62</b>
<b>Fourteenth Interim Fee Period (October 2021 through January 2022)</b>									
October 2021	0	2-PT	1-PT	1-FT	1-FT	0	\$310,000.00	780	
November 2021	0	2-PT	1-PT	1-FT	1-FT	0	\$310,000.00	780	
December 2021	0	2-PT	1-PT	1-FT	1-FT	0	\$255,000.00 <sup>13</sup>	780	
January 2022	0	3-PT	1-PT	1-FT	1-FT	0	\$310,000.00	880	
<b>HTA Subtotal Fourteenth Interim Fee Period</b>							<b>\$1,185,000.00</b>	<b>3220</b>	<b>\$368.01</b>
<b>Fifteenth Interim Fee Period (February 2022 through June 2022<sup>14</sup>)</b>									
February 2022	0	2-PT	1-PT	1-PT; 1-FT	1-FT	2-FT	\$310,000.00	1360	
March 2022	0	2-PT	1-PT	0	1-FT	2-FT	\$310,000.00	1020	
April 2022	0	3-PT	1-PT	0	0	2-FT	\$310,000.00	880	
May 2022	0	3-PT	1-PT	0	0	1-FT	\$310,000.00	640	
June 2022	0	3-PT	1-PT	0	0 <sup>15</sup>	1-FT	\$310,000.00	640	
<b>HTA Subtotal Fifteenth Interim Fee Period</b>							<b>\$1,550,000.00</b>	<b>4540</b>	<b>\$341.41</b>

<sup>12</sup> Includes Practice Expert.

<sup>13</sup> McKinsey discounted its December 2021 fees in recognition of lower workload during the holidays.

<sup>14</sup> By agreement with the Fee Examiner, McKinsey included June 2022 with its fifteenth interim fee application.

<sup>15</sup> One Summer Associate worked on the HTA matter in June 2022. Their time has been excluded from the hourly rate calculation.

<b>Totals for All Working Groups: Thirteenth, Fourteenth, and Fifteenth Interim Fee Periods (June 2021-June 2022)</b>			
	<b>Fees</b>	<b>Hours</b>	<b>Blended Rate</b>
<b>Commonwealth</b>			
Thirteenth Interim Fee Period (June 2021-September 2021)	\$5,670,000.00	11,400	\$497.37
Fourteenth Interim Fee Period (October 2021-January 2022)	\$5,322,500.00	9,240	\$576.03
Fifteenth Interim Fee Period (February 2022-March 15, 2022)	\$1,560,000.00	4,220	\$369.97
<b>PREPA</b>			
Thirteenth Interim Fee Period (June 2021-September 2021)	\$1,306,100.00	3,740	\$349.22
Fourteenth Interim Fee Period (October 2021-January 2022)	\$1,661,505.00	4,000	\$415.26
Fifteenth Interim Fee Period (February 2022-June 2022)	\$3,700,000.00	5,620	\$658.36
<b>HTA</b>			
Thirteenth Interim Fee Period (June 2021-September 2021)	\$1,240,000.00	2840	\$436.62
Fourteenth Interim Fee Period (October 2021-January 2022)	\$1,185,000.00	3,220	\$368.01
Fifteenth Interim Fee Period (February 2022-June 2022)	\$1,550,000.00	4,540	\$341.41
<b>Grand Total</b>	<b>\$23,195,105.00</b>	<b>48,820</b>	<b>\$475.11</b>

28618015.4

## **ATTACHMENT 1**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

**In re**

**THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

**THE COMMONWEALTH OF PUERTO RICO  
*et al.*,**

**Debtors.<sup>1</sup>**

**PROMESA**

**Title III**

**No. 17 BK 3283-LTS**

**(Jointly Administered)**

**Re:** ECF Dkt. Nos. 21098, 21181, 21182,  
21546, 21871, 21872, 21873, 22646, 22647,  
22713, 22868, 22873, 22874, 22875, 22876,  
22877, 22879, 22880, 22885, 22892, 22894,  
22895, 22908, 22946

Case No. 17-3567 Dkt. Nos. 1221, 1222,  
1421, 1442, 1464

Case No. 17-4780 Dkt. Nos. 2844, 2845,  
3051, 3077, 3079, 3152

**OMNIBUS ORDER AWARDING: (I.) INTERIM ALLOWANCE OF COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE SIXTEENTH INTERIM (JUNE 1, 2022 – SEPTEMBER 30, 2022)  
AND PRIOR COMPENSATION PERIODS; (II.) FINAL ALLOWANCE OF  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES FOR THE FINAL FEE PERIOD FOR CERTAIN  
PROFESSIONALS**

This matter coming before the Court on the interim fee applications (together Docket Entry Nos. 21098, 21181, 21182, 21546, 21871, 21872, 21873, 22646, 22647, 22713, 22868,

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

22873, 22874, 22875, 22876, 22877, 22879, 22880, 22885, 22892, 22894, 22895, 22908, 22946 [Case No. 17-3283], 1221, 1222, 1421, 1442, 1464 [Case No. 17-3567], 2844, 2845, 3051, 3077, 3079, 3152 [Case No. 17-4780], the (“**Applications**”)), all as indicated as “Recommended for Approval” on the attached **Exhibit A** and **Exhibit B**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 20546] (the “**Third Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the



report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. \_\_\_\_]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications;

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis as set forth on the attached **Exhibit A**.

2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.

4. The Applications listed on the attached **Exhibit B** are GRANTED on a final basis. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay the Applicants listed on **Exhibit B** 100 percent of the fees and 100 percent of the expenses listed under the columns “Final Fees Recommended for Approval” and “Final Expenses Recommended for Approval.”

5. Pursuant to the Fee Examiner's report, the interim fee applications listed on **Exhibit C** and the final applications listed on **Exhibit D** of the report Docket Entry Nos. 640 [Case No. 17-3284], 1263, 1343, 1355, 1357, 1358, 1393 [Case No. 17-3566], 1137, 1604, 1788, 1977, 2343, 2377, 2650, 2658, 2816, 2891, 2915, 2916, 2929, 2952, 3038, 3054, 3081, 3083, 3086 [Case No. 17-4780], 8014, 8016, 8454, 9215, 9538, 9539, 12180, 12401, 13600, 13725, 14031, 14041, 14924, 15472, 15553, 15554, 15577, 16945, 17831, 18095, 18168, 19189, 19321, 19494, 19634, 19805, 20904, 21453, 21454, 21497, 21499, 21500, 21501, 21718, 21719, 21898, 21935, 21936, 22153, 22693, 22697, 22700, 22859, 22888, 22967, 22969, 22971, 23075, 23125, 23127, 23129, 23201, 23202 [Case No. 17-3283], 324, 348 [Case No. 19-5523] remain adjourned for consideration at a later hearing date.

6. This Order resolves Docket Entry Nos. 21098, 21181, 21182, 21546, 21871, 21872, 21873, 22646, 22647, 22713, 22868, 22873, 22874, 22875, 22876, 22877, 22879, 22880, 22885, 22892, 22894, 22895, 22908, 22946 [Case No. 17-3283], 1221, 1222, 1421, 1442, 1464 [Case No. 17-3567], 2844, 2845, 3051, 3077, 3079, 3152 [Case No. 17-4780].

SO ORDERED.

Dated: January \_\_\_\_, 2023

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LAURA TAYLOR SWAIN  
United States District Judge

28690195.1

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

Thirteenth - Sixteenth Fee Period Applications Recommended:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments		Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<b>Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021)</b>									
	<i>Financial Advisor to FOMB</i>								
1	Ernst & Young LLP [Dkt. No. 21098]	6/1/2021 - 9/30/2021	\$ 9,039,848.45	\$ 57,553.31	\$ 40,270.76	\$ 10,980.89		\$ 8,982,295.14	\$ 29,289.87
	<i>Consultant to FOMB - Commonwealth</i>								
2-a	McKinsey & Company Puerto Rico Consulting, Inc. [Dkt. No. 21181]	6/1/2021 - 9/30/2021	\$ 5,670,000.00	\$ -	\$ -	\$ -		\$ 5,670,000.00	\$ -
	<i>Consultant to FOMB - HTA</i>								
2-b	McKinsey & Company Puerto Rico Consulting, Inc. [17-3567 Dkt. No. 1221]	6/1/2021 - 9/30/2021	\$ 1,240,000.00	\$ -	\$ -	\$ -		\$ 1,240,000.00	\$ -
	<i>Consultant to FOMB - PREPA</i>								
2-c	McKinsey & Company Puerto Rico Consulting, Inc. [17-4780 Dkt. No. 2844]	6/1/2021 - 9/30/2021	\$ 1,306,100.00	\$ -	\$ -	\$ -		\$ 1,306,100.00	\$ -
<b>Fourteenth Interim Fee Period (October 1, 2021 - January 31, 2022)</b>									
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Title III Expert Support</i>								
3-a	Brattle Group, Inc., The [Dkt. No. 21871]	10/1/2021 - 1/31/2022	\$ 219,185.50	\$ -	\$ -	\$ -		\$ 219,185.50	\$ -
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Commonwealth</i>								
3-b	Brattle Group, Inc., The [Dkt. No. 21873]	10/1/2021 - 1/31/2022	\$ 57,415.37	\$ -	\$ -	\$ -		\$ 57,415.37	\$ -
	<i>Consultant to FOMB</i>								
4-a	McKinsey & Company Puerto Rico Consulting, Inc. [Dkt. No. 21182]	10/1/2021 - 1/31/2022	\$ 5,322,500.00	\$ -	\$ -	\$ -		\$ 5,322,500.00	\$ -
	<i>Consultant to FOMB - HTA</i>								
4-b	McKinsey & Company Puerto Rico Consulting, Inc. [17-3567 Dkt. No. 1222]	10/1/2021 - 1/31/2022	\$ 1,185,000.00	\$ -	\$ -	\$ -		\$ 1,185,000.00	\$ -
	<i>Consultant to FOMB - PREPA</i>								
4-c	McKinsey & Company Puerto Rico Consulting, Inc. [17-4780 Dkt. No. 2845]	10/1/2021 - 1/31/2022	\$ 1,661,050.00	\$ -	\$ -	\$ -		\$ 1,661,050.00	\$ -
<b>Fifteenth Interim Fee Period (February 1, 2022 - May 31, 2022)</b>									
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Assessment of House Bill 3</i>								
5-a	Brattle Group, Inc., The [Dkt. No. 21872]	10/1/2021 - 3/15/2022	\$ 78,778.80	\$ -	\$ -	\$ -		\$ 78,778.80	\$ -
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - HTA - Toll Fare Analysis</i>								
5-b	Brattle Group, Inc., The [Dkt. No. 22646 and 17-3567 Dkt. No. 1421]	2/1/2022 - 5/31/2022	\$ 429,915.50	\$ 5,000.00	\$ 69.65	\$ -		\$ 424,915.50	\$ 69.65
	<i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - PREPA - PREPA Mediation/Consulting</i>								
5-c	Brattle Group, Inc., The [Dkt. No. 22647 and 17-4780 Dkt. No. 3051]	2/1/2022 - 5/31/2022	\$ 173,215.00	\$ -	\$ -	\$ -		\$ 173,215.00	\$ -
	<i>Special Litigation Counsel to the Official Committee of Unsecured Creditors</i>								
6	Continental PLLC [Dkt. No. 22713]	2/1/2022 - 5/31/2022	\$ 199,393.20	\$ 648.82	\$ 63.96	\$ -		\$ 198,744.38	\$ 63.96
	<i>Consultant to FOMB - Commonwealth</i>								
7-a	McKinsey & Company Puerto Rico Consulting, Inc. [Dkt. No. 21546]	2/1/2022 - 3/15/2022	\$ 1,560,000.00	\$ -	\$ -	\$ -		\$ 1,560,000.00	\$ -
	<i>Consultant to FOMB - HTA</i>								
7-b	McKinsey & Company Puerto Rico Consulting, Inc. [17-3567 Dkt. No. 1464]	2/1/2022 - 6/30/2022	\$ 1,550,000.00	\$ -	\$ -	\$ -		\$ 1,550,000.00	\$ -
	<i>Consultant to FOMB - PREPA</i>								
7-c	McKinsey & Company Puerto Rico Consulting, Inc. [17-4780 Dkt. No. 3152]	2/1/2022 - 6/30/2022	\$ 3,700,000.00	\$ -	\$ -	\$ -		\$ 3,700,000.00	\$ -

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

## Thirteenth - Sixteenth Fee Period Applications Recommended:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<b>Sixteenth Interim Fee Period (June 1, 2022 - September 30, 2022)</b>							
<i>Advisor to the FOMB - HTA</i>							
8 <b>Alvarez &amp; Marsal North America, LLC [Dkt. No. 22885 and 17-3567 Dkt. No. 1442]</b>	6/1/2022 - 9/30/2022	\$ 175,752.36	\$ -	\$ 1,935.89	\$ 189.42	\$ 175,752.36	\$ 1,746.47
<i>Puerto Rico Counsel for the Official Committee of Retired Employees</i>							
9 <b>Bennazar, Garcia &amp; Milan, C.S.P. [Dkt. No. 22908]</b>	6/1/2022 - 9/30/2022	\$ 89,800.00	\$ 250.00	\$ 702.93	\$ -	\$ 89,550.00	\$ 702.93
<i>Puerto Rico Conflicts Counsel to the FOMB acting through Special Claims Committee - PREPA</i>							
10 <b>Cardona Fernandez, Ileana C. [17-4780 Dkt. No. 3077]</b>	6/1/2022 - 9/30/2022	\$ 11,745.00	\$ -	\$ 900.00	\$ -	\$ 11,745.00	\$ 900.00
<i>Puerto Rico Conflicts Counsel to the Official Committee of Unsecured Creditors</i>							
11 <b>Casillas, Santiago &amp; Torres [Dkt. No. 22873]</b>	6/1/2022 - 9/30/2022	\$ 190,412.50	\$ -	\$ 976.30	\$ -	\$ 190,412.50	\$ 976.30
<i>Special Litigation Counsel to the Official Committee of Unsecured Creditors</i>							
12 <b>Continental PLLC [Dkt. No. 22875]</b>	6/1/2022 - 9/30/2022	\$ 218,556.80	\$ 711.18	\$ 1,813.58	\$ -	\$ 217,845.62	\$ 1,813.58
<i>Financial Advisor to FOMB acting through Special Claims Committee - PREPA</i>							
13 <b>DGC, a division of PKF O'Connor Davies, LLP [17-4780 Dkt. No. 3079]</b>	6/1/2022 - 9/30/2022	\$ 112,012.50	\$ -	\$ -	\$ -	\$ 112,012.50	\$ -
<i>Financial Advisor to the Official Committee of Retired Employees</i>							
14 <b>FTI Consulting, Inc. [Dkt. No. 22868]</b>	6/1/2022 - 9/30/2022	\$ 53,572.00	\$ 2,284.89	\$ -	\$ -	\$ 51,287.11	\$ -
<i>Special Litigation Counsel to Official Committee of Unsecured Creditors</i>							
15 <b>Genovese Joblove &amp; Battista, P.A. [Dkt. No. 22880]</b>	1/1/2022 - 7/31/2022	\$ 117,740.40	\$ -	\$ 11,922.93	\$ 539.10	\$ 117,740.40	\$ 11,383.83
<i>Counsel to the Official Committee of Retired Employees</i>							
16 <b>Jenner &amp; Block LLP [Dkt. No. 22892]</b>	6/1/2022 - 9/30/2022	\$ 126,558.20	\$ 10,964.18	\$ 6,994.75	\$ -	\$ 115,594.02	\$ 6,994.75
<i>Communications Advisor to the Official Committee of Unsecured Creditors</i>							
17 <b>Kroma Advertising, Inc. [Dkt. No. 22877]</b>	4/16/2022 - 8/15/2022	\$ 20,000.00	\$ -	\$ -	\$ -	\$ 20,000.00	\$ -
<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>							
18 <b>London Economics International LLC [Dkt. No. 22876]</b>	6/1/2022 - 9/30/2022	\$ 424,305.00	\$ 2,735.50	\$ 7,934.50	\$ -	\$ 421,569.50	\$ 7,934.50
<i>Information Agent to the Official Committee of Retired Employees</i>							
19 <b>Marchand ICS Group [Dkt. No. 22946]</b>	6/1/2022 - 9/30/2022	\$ 26,265.00	\$ -	\$ 92.13	\$ -	\$ 26,265.00	\$ 92.13
<i>Counsel to the Official Committee of Unsecured Creditors</i>							
20 <b>Paul Hastings LLP [Dkt. No. 22879]</b>	6/1/2022 - 9/30/2022	\$ 1,145,246.50	\$ 70,240.31	\$ 7,356.79	\$ -	<b>FN1</b> \$ 1,075,006.19	\$ 7,356.79
<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>							
21 <b>Zolfo Cooper, LLC [Dkt. No. 22874]</b>	6/1/2022 - 9/30/2022	\$ 170,417.00	\$ 94.86	\$ -	\$ -	<b>FN2</b> \$ 170,322.14	\$ -

**FN1** - The Fee Examiner recommends that, for the sixteenth interim fee period, and only this period, the foregoing stipulated fee reductions, other than \$38,712.66, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$1,106,533.84 (i.e., \$1,145,246.50 minus the aforementioned credit of \$38,712.66).

**FN2** - The Fee Examiner recommends that the foregoing stipulated fee reductions be included with the agreed overall 20 percent reduction in total fees sought by Zolfo Cooper, LLC as part of its final fee application, which fee application is subject to Court approval.

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**FINAL Fee Applications Recommended:**

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
	<i>Debtors' Consultant</i>							
1	<b>Deloitte Consulting LLP [Dkt. No. 22895]</b>	8/1/2018 - 1/31/2019	\$ 2,291,428.68	\$ -	\$ 263,327.78	\$ -	\$ 2,291,428.68	\$ 263,327.78
	<i>Financial Advisor to Debtors</i>							
2	<b>Deloitte Financial Advisory Services LLP [Dkt. No. 22894]</b>	5/3/2017 - 11/30/2019	\$ 23,924,332.83	\$ -	\$ 1,269,767.31	\$ -	\$ 23,924,332.83	\$ 1,269,767.31